

# **MANLY MASTERS SWIMMING CLUB INCORPORATED**

## **CONSTITUTION**

### **STATEMENT OF OBJECTS**

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The Club has the following objects:

To carry on a club for the purpose of the promotion and encouragement of the objects of AUSSI Masters Swimming in Australia, and to promote fun, fitness and friendship.

To affiliate each year with Masters Swimming NSW.

**MANLY MASTERS SWIMMING CLUB INCORPORATED**

# CONSTITUTION

## RULES

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### 1. Definitions and Interpretation

Unless there is a contrary intention:

“**Act**” means the Associations Incorporation Act 1984, as amended.

“**Committee**” means the management committee of the Club.

“**Constitution**” means the statement of objects and these rules.

“**Club**” means Manly Masters Swimming Club Incorporated.

“**Member**” means a person who satisfies the definition of “Member” in rule 2.

The provisions of the Interpretation Act 1987 apply to and in respect of these rules in the same manner as those provisions would so apply if these rules were an instrument made under the Act.

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| <ul style="list-style-type: none"><li>• The Act requires certain matters to be included in the rules. These matters are dealt with in rules 2, 3, 4, 5, 6, 7, 8, 10, 11, 14, 15, 17, 18, 23, 24, 25, 27, 28, 29, 30, 31 and 32.</li></ul> |
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### 2. Membership Qualifications

- (1) A “Member” is a natural person who applies for membership of the Club in a form specified by the Committee from time to time, is 20 years of age or over, is approved for membership by the Committee and pays the membership fees fixed by the Committee from time to time.
- (2) An “Honorary Life Member” of the Club is any Member who, in the opinion of the Committee, has rendered special service to the Club and is confirmed as such by majority vote at a General Meeting. These members are exempt from payment of all fees.

### 3. Register of Members

The Treasurer must maintain a register of Members of the Club specifying the name and address of each Member together with the date on which membership commences.

#### **4. Fees**

- (1) The Committee must annually determine the amount of membership fees. A determination is for any 12 month period but can also be for a longer or lesser period.
- (2) Membership fees are due and payable on application or, in the case of renewals, no later than four (4) weeks after the commencement of the Club's financial year.

#### **5. Members' Liabilities**

The liability of a Member of the Club to contribute towards the payment of the debts and liabilities of the Club or the costs, charges and expenses of the winding up of the Club is limited to the amount, if any, unpaid by the Member in respect of membership as required by rule 4.

#### **6. Powers of the Committee**

Subject to the Act, the regulation under the Act and these rules and to any resolution passed by the Club in a general meeting, the Committee:

- (a) is to control and manage the affairs of the Club; and
- (b) may exercise all such functions as may be exercised by the Club, other than those functions that are required by these rules to be exercised by a general meeting of Members of the Club; and
- (c) has power to perform all such acts and do all such things as appear to the Committee to be necessary or desirable for the proper management of the affairs of the Club.

#### **7. Committee Membership**

- (1) The Committee is to consist of the following 10 (ten) Officers who are also Members:

President  
Vice-President  
Secretary  
Treasurer  
Captain  
Recorder  
Public Relations Officer  
Race Secretary  
Social Secretary

## Meet Director

- (2) Subject to these rules, all Officers retire at the Annual General Meeting but are eligible for re-election.
- (3) An Officer may only be elected to more than one office where it is neither practical nor possible for another Member to hold that other office.
- (4) The Committee may at any time, and from time to time, appoint any Member to the Committee, either to fill a casual vacancy or as an addition to the existing Officers, and any Member so appointed holds office until the next Annual General Meeting but is eligible for re-election.

## **8. Election of Committee Members**

- (1) Nominations of candidates for election as Officers of the Club:
  - (a) are to be given in writing to the Secretary no later than fourteen (14) days before the Annual General Meeting. The nomination must be signed by the candidate, the proposer and a seconder, and each such person must be a Member, and
  - (b) a list of candidates names must be displayed on Club notice boards.
- (2) If the number of nominations is equal to the number of vacancies to be filled, the candidates nominated are taken to be elected.
- (3) If insufficient nominations are received to fill all vacancies on the Committee, the candidates nominated are taken to be elected and further nominations are to be received at the annual general meeting.
- (4) If insufficient further nominations are received, any vacant positions remaining are taken to be casual vacancies.
- (5) If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.
- (6) The ballot for the election of the Officers is to be conducted at the annual general meeting in such usual and proper manner as the Committee may direct.

## **9. Duties of Committee Members**

The duties of Officers may be set out in position descriptions issued by the Committee and amended from time to time.

## **10. Casual Vacancies**

For the purposes of these rules, a casual vacancy in the Committee occurs if an Officer:

- (a) dies; or
- (b) ceases to be a Member; or
- (c) becomes an insolvent under administration within the meaning of the Corporations Act; or
- (d) resigns office by notice in writing given to the Secretary; or
- (e) becomes a mentally incapacitated person; or
- (f) is absent without the consent of the Committee from all meetings of the Committee held during a period of 6 months.

## **11. Committee Meetings and Quorum**

- (1) The Committee must meet at least bimonthly at a time and place expedient to a majority of the Committee.
- (2) Oral or written notice of a meeting of the Committee must be given by the Secretary to each Officer at least 24 hours before the time appointed for the holding of the meeting and specify the general nature of the business to be transacted.
- (3) A simple majority forms a quorum at any meeting of the Committee.
- (4) If, within half an hour of the time appointed for a meeting, a quorum is not present, the meeting is to stand adjourned to such place, hour and day as those present decide and inform Officers not present.
- (5) If, at the adjourned meeting, a quorum is not present within half an hour of the time appointed for the meeting, the meeting is to be dissolved.
- (6) At a meeting of the Committee:
  - (a) the President or, in the President's absence, the Vice-President is to preside; or
  - (b) if the President and the Vice-President are absent or unwilling to act, such one of the remaining Officers as may be chosen by the Officers present at the meeting, is to preside.

## **12. Delegation to sub-committee**

- (1) The Committee may establish one or more sub-committees (consisting of such Members as the Committee thinks fit) and delegate to such sub-committee(s) the exercise of such of its

functions as the Committee sees fit, and revoke wholly or in part any delegation.

- (2) The terms of a delegation may be set out by the Committee in writing and made subject to such conditions or limitations as the Committee may specify.
- (3) Despite any delegation, the Committee may continue to exercise any function delegated.
- (4) Any act or thing done or not done by a sub-committee acting in the exercise of a delegation has the same force and effect as it would have if it had been done or not done by the Committee.
- (5) A sub-committee may meet and adjourn, as it thinks proper.

### **13. Committee Voting and Decisions**

- (1) Questions arising at a meeting of the Committee or of any sub-committee appointed by the Committee are to be determined by a majority of the votes of members of the Committee or sub-committee present at the meeting.
- (2) Each member present at a meeting of the Committee or of any sub-committee appointed by the Committee (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- (3) Subject to sub-rule 11(3), the Committee may act despite any vacancy on the Committee.
- (4) Any act or thing done or not done, or purporting to have been done or not done, by the Committee or by a sub-committee appointed by the Committee, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the Committee or sub-committee.
- (5) A resolution signed by all members of the Committee is as valid and effectual as if it had been passed at a meeting of the Committee duly convened and held. Such a resolution may consist of several documents in like form, signed by one or more members of the Committee.
- (6) Officers absenting themselves from three consecutive meetings without notice to the Secretary are deemed to have vacated their office, provided always that such Member is eligible for reelection.

### **14. Holding of Annual General Meetings**

- (1) The Club must, at least once in each calendar year and within the period of 2 months after the expiration of each financial year of the Club, convene an annual general meeting of Members.
- (2) Sub-rule (1) has effect subject to any extension or permission granted pursuant to section 26(3) of the Act.

## **15. Calling of and business at Annual General Meetings**

- (1) The annual general meeting of the Club is, subject to the Act and to rule 14, to be convened on such date and at such a place and time as the Committee thinks fit.
- (2) In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting is to include the following:
  - (a) to confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting;
  - (b) to receive from the Committee reports on the activities of the Club during the last preceding financial year;
  - (c) to elect the Officers; and
  - (d) to receive and consider the statement which is required to be submitted to Members under section 26(6) of the Act (the annual report).
- (3) An Annual General Meeting may appoint a Member as an Honorary Life Member.
- (4) An annual general meeting must be specified as such in the notice convening it.

## **16. Calling of Special General Meetings**

- (1) The Committee may, whenever it thinks fit, convene a special general meeting of the Club.
- (2) The Committee must, on the requisition in writing of at least 10 Members, convene a special general meeting of the Club.
- (3) A requisition of Members for a special general meeting:
  - (a) must state the purpose or purposes of a meeting; and
  - (b) must be signed by the Members making the requisition; and
  - (c) must be lodged with the Secretary; and
  - (d) may consist of several documents in a similar form, each signed on behalf of one or more of the Members making the requisition.
- (4) If the Committee fails to convene a special general meeting to be held within 1 month after the date on which a requisition of Members for

the meeting is lodged with the Secretary, any one or more of the Members who made the requisition may convene a special general meeting to be held not later than 3 months after that date.

- (5) A special general meeting convened by a Member or Members as referred to in sub-rule (4) must be convened as nearly as is practicable in the same manner as general meetings are convened by the Committee and any Member who consequently incurs expenses is entitled to be reimbursed by the Club for any expense so incurred.

## **17. Notice**

- (1) The Secretary must, at least 21 days before the fixed date for the holding of the general meeting, give notice to each Member specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting and, if the nature of the business requires a special resolution of the Club, specifying the intention to propose the resolution as a special resolution.
- (2) No business other than that specified in the notice convening a general meeting is to be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted under sub-rule 15 (2).
- (3) A Member desiring to bring any business before a general meeting must give notice in writing of that business to the Secretary who must include that business in the notice referred to in sub-rule (1). Notices not duly given will not be dealt with at the general meeting.

## **18. Procedure**

- (1) No item of business is to be transacted at a general meeting unless a quorum of Members entitled under these rules to vote is present during the time the meeting is considering that item.
- (2) Ten Members present in person (being Members entitled under these rules to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
- (3) If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting:
  - (a) if convened on the requisition of Members, is to be dissolved; and
  - (b) in any other case, is to stand adjourned to such day, time and place as the Members present determine.
- (4) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the Members present (being at least 3) is to constitute a quorum.

## **19. Presiding Member**

- (1) The President or, in the President's absence, the Vice-President, is to preside as chairperson at each general meeting of the Club.
- (2) If the President and the Vice-President are absent or unwilling to act, the Members present must elect one of the Officers to preside as chairperson at the meeting.

## **20. Adjournment**

- (1) The chairperson of a general meeting at which a quorum is present may, with the consent of the majority of Members present at the meeting, adjourn the meeting from time to time and place to place, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (2) If a general meeting is adjourned for 14 days or more, the Secretary must give written notice of the adjourned meeting to each Member stating the place, date and time of the meeting and the nature of the business to be transacted.

## **21. Making of Decisions**

- (1) A question arising at a general meeting of the Club is to be determined on a show of hands and, unless before or on the declaration of the show of hands a poll is demanded, a declaration by the chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the records of the Club, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- (2) At a general meeting of the Club, a poll may be demanded by the chairperson or at least 5 Members present in person by their delegates at the meeting.
- (3) If a poll is demanded at a general meeting, the poll must be taken:
  - (a) immediately in the case of a poll which relates to the election of the chairperson of the meeting or to the question of an adjournment; or
  - (b) in any other case, in such manner and at such time before the close of the meeting as the chairperson directs, and the resolution of the poll on the matter is taken to be the resolution of the meeting on that matter.

## **22. Voting**

- (1) On any question arising at a general meeting of the Club, a Member has one vote only.
- (2) All votes must be given personally.
- (3) In the case of an equality of votes on a question at a general meeting, the chairperson of the meeting is entitled to exercise a second or casting vote.
- (4) A Member is not entitled to vote at any general meeting of the Club unless all membership fees due and payable under rule 4 in respect of the Member have been paid.

## **23. Source of Funds**

- (1) The funds of the Club are derived from membership fees and donations and, subject to any resolution passed by the Club in general meeting, such other sources as the Committee determines.
- (2) All money received by the Club must be deposited as soon as practicable and without deduction to the credit of the Club's bank account.
- (3) The Club must, as soon as practicable after receiving any money, issue an appropriate receipt.

## **24. Management of Funds**

- (1) Subject to any resolution passed by the Club in general meeting, the funds of the Club are to be used in pursuance of the objects of the Club in such manner as the Committee determines.
- (2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any 2 Officers authorised to do so by the Committee.

## **25. Alteration of Constitution**

This Constitution may be altered, rescinded or added to only by a special resolution of the Club.

## **26. Special Resolution**

A resolution of the Club is a special resolution if it is passed by a majority which comprises at least three quarters of such Members of the Club as,

being entitled under these rules so to do, vote in person at a general meeting of which at least 21 days' written notice specifying the intention to propose the resolution as a special resolution was given in accordance with these rules.

## **27. Resolution of Internal Disputes**

- (1) Disputes between Members (in their capacity as Members) and disputes between Members and the Club are to be referred for mediation to a community justice centre in accordance with the *Community Justice Centres Act 1983* or such other mediation body as the Committee thinks fit.
- (2) At least 7 days before a mediation session is to commence, the parties are to exchange statements of the issues that are in dispute between them and supply copies to the mediator.

## **28. Disciplining of Members**

- (1) A complaint in writing ("the complaint") may be made to the Committee by any person that a Member:
  - (a) has persistently refused or neglected to comply with a provision of this Constitution; or
  - (b) has persistently and wilfully acted in a manner prejudicial to the interests of the Club.
- (2) On receiving the complaint, the Committee:
  - (a) must cause the complaint to be served on the Member concerned; and
  - (b) must give the Member at least 14 days from the time the notice is served within which to make written submissions to the Committee in connection with the complaint; and
  - (c) must take into consideration any submissions made by the Member in connection with the complaint.
- (3) The Committee may, by resolution, expel the Member from the Club or suspend the Member from membership if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved.
- (4) If the Committee expels or suspends a Member, the Secretary must, within 7 days after the action is taken, cause written notice to be given to the Member of the action taken, of the reasons given by the Committee for having taken that action and of the Member's right of appeal under rule 29.
- (5) The expulsion or suspension does not take effect:

- (a) until the expiration of the period within which the Member is entitled to appeal against the resolution; or
- (b) if, within that period, the Member exercises the right of appeal, unless and until the Club confirms the resolution under sub-rule 29 (5), whichever is later.

## **29. Right of Appeal of Disciplined Members**

- (1) A Member may appeal to the Club in a general meeting against a resolution of the Committee under rule 28, within 7 days after notice of the resolution is served on the Member, by lodging with the Secretary a notice in writing to that effect.
- (2) The notice may, but need not be accompanied by a statement of the grounds on which the Member intends to rely for the purposes of the appeal.
- (3) On receipt of a notice from a Member under sub-rule (1), the Secretary must notify the Committee, which is to convene a general meeting of the Club to be held within 28 days after the date on which the Secretary received the notice.
- (4) At a general meeting of the Club convened under sub-rule (3):
  - (a) no business other than the question of the appeal is to be transacted; and
  - (b) the Committee and the Member must be given the opportunity to state their respective cases orally or in writing, or both; and
  - (c) the Members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- (5) If, at the general meeting, the Club passes a special resolution in favour of the confirmation of the resolution, the resolution is confirmed.

## **30. Common Seal**

- (1) The common seal of the Club must be kept in the custody of the Secretary.
- (2) The common seal must not be affixed to any instrument except by the authority of the Committee and the affixing of the common seal must be attested by the signatures either of 2 Officers or of 1 Officer and of the Secretary.

## **31. Custody of Books**

Except as otherwise provided by these rules, the Secretary must keep in his or her custody or under his or her control all records, books and other documents relating to the Club.

### **32. Inspection of Books**

The records, books, registers and other documents of the Club must be open to inspection, free of charge, by a Member at any reasonable time.

### **33. Service of notices**

(1) For the purpose of these rules, a notice may be served on or given to a person:

- (a) by delivering it to the person personally, or
- (b) by sending it by pre-paid post to the address of the person, or
- (c) by sending it by facsimile transmission or some other form of electronic transmission to an address specified by the person for giving or serving the notice.

(2) For the purpose of these rules, a notice is taken, unless the contrary is proved, to have been given or served:

- (a) in the case of a notice given or served personally, on the date on which it is received by the addressee, and
- (b) in the case of a notice sent by pre-paid post, on the date when it would have been delivered in the ordinary course of post, and
- (c) in the case of a notice sent by facsimile transmission or some other form of electronic transmission, on the date it was sent, or if the machine from which the transmission was sent produces a report indicating that the notice was sent on a later date, on that date.

### **34. Non-profit**

The assets and income of the Club shall be applied solely in furtherance of its statement of objects and no portion shall be distributed directly or indirectly to Members except as bona fide compensation for services rendered or expenses incurred on behalf of the Club.

### **35. Financial Year / Audit**

The financial year of the Club is from 1 January to 31 December each year.

The Club's financial records are to be audited once a year. If the Committee, having used its best endeavours, has not been able to obtain

the services of a person qualified to be auditor who is not a Member, there may be a nomination of a Member to act as auditor. The auditor retires at the annual general meeting but is eligible for re-election.

### **36. Transition**

Persons who were members of Manly Masters Swimming Club immediately before the date this Constitution becomes effective are taken to be Members of the Club on that date.

### **37. Dissolution**

In the event of the Club being dissolved, the amount that remains after such dissolution and the satisfaction of all debts and liabilities shall be transferred to any club with similar purposes which is not carried on for the profit or gain of its individual members.